

THE HONORABLE JOHN C. COUGHENOUR

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

IN RE ZILLOW GROUP, INC.
SHAREHOLDER DERIVATIVE
LITIGATION.

Master File No.: C17-1568-JCC

ORDER

This matter comes before the Court on the parties' stipulated motion to consolidate a related case into this matter (Dkt. No. 74). Having thoroughly reviewed the motion and the relevant record, the Court GRANTS the motion for the reasons explained below.

This is a consolidated shareholder derivative action (the "Consolidated Action") brought for the benefit of Nominal Defendant Zillow Group, Inc., against current and former members of Zillow's board of directors and executive officers (the "Individual Defendants"), seeking to remedy Defendants' alleged breaches of fiduciary duties and unjust enrichment. (*See* Dkt. No. 36-1 at 2.) On March 5, 2021, a related shareholder derivative action was filed in this Court. *See Dua v. Richard N. Barton, et al.*, Case No. 21-0285-JCC, Dkt. No. 1 (W.D. Wash. 2021) (the "*Dua* Derivative Action"). Plaintiffs and Individual Defendants in this Consolidated Action and Plaintiff in the *Dua* Derivative Action now stipulate that the *Dua* Derivative Action arises from the same operative facts as the Consolidated Action and should be consolidated with and into the

Consolidated Action. (Dkt. No. 74.)

The Court agrees that the *Dua* Derivative Action should be consolidated because it involves common questions of law and fact. *See* Fed. R. Civ. P. 42(a). Accordingly, the Court GRANTS the stipulated motion (Dkt. No. 74) and ORDERS:

1. The *Dua* Derivative Action is consolidated with, and into, this Consolidated Action for all purposes and is subject to the terms of the Consolidation Order as contemplated in Paragraph 8 of the Consolidation Order (Dkt. No 22 at 4).
2. The operative complaint in this Consolidated Action is the Verified Consolidated Shareholder Derivative Complaint (Dkt. No. 37), to which the Individual Defendants (Spencer M. Rascoff, Kathleen Philips, Jay C. Hoag, Gregory B. Maffei, Peter Flint, Erik Blachford, Gordon Stephenson, Richard N. Barton, Lloyd D. Frink, and Gregory L. Waldorf) and Nominal Defendant Zillow Group, Inc. have previously filed answers (Dkt. Nos. 59, 60). The Individual Defendants and Zillow shall have no obligation to respond to the complaint filed in the *Dua* Derivative Action.
3. The Clerk is DIRECTED to post this order in both C17-1568-JCC and C21-0285-JCC.
4. The files of the Consolidated Action will continue to be maintained under Master File No. C17-1568-JCC and every pleading in the Consolidated Action shall bear a caption referencing Master File No. C17-1568-JCC.

DATED this 15th day of June 2021.



John C. Coughenour
UNITED STATES DISTRICT JUDGE